

ARTICLES OF CONSTITUTION

ARTICLE I – NAME

The official title of this non-profit organization shall be the “Association of Food and Drug Officials of the Southern States” hereinafter referred to as the Association. The Association shall include the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, and the territory of Puerto Rico.

ARTICLE II – OBJECTIVES AND PURPOSES

The objectives of the Association shall include the following:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer public health protection.
5. Cooperate with the Association of Food and Drug Officials (AFDO) and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.
7. To sponsor a scholarship fund for students pursuing undergraduate or graduate education in a food or drug related field.

This Association is a public benefit association that shall be organized and operated at all times exclusively for religious, charitable, scientific, literacy, educational and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) or corresponding provisions of any subsequent federal tax laws. Neither the members of the Executive board nor officers nor members shall have the power or authority to do any act that will prevent the Association from being an organization described in Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE III – POWERS

Subject to and in furtherance of the purposes for which it is organized, the Association shall possess, in addition to the general rights privileges, and powers conferred by law, the following rights, privileges, and powers:

1. To continue as an association under its name perpetually.
2. To purchase, receive, take by gift, devise or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Association's property.

4. To purchase, receive, subscribe for, and otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal with and with, shares or other interest in, or obligations of any entity.
5. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of the Association's obligations by mortgage or pledge of any of the Association's property franchises, or income.
6. To lend money, invest and reinvest in the Association's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.
7. To be a promoter, a partner, a member, an associate, or a manager of any partnerships, joint venture, trust, or other entity.
8. To elect board members, elect and appoint officers, and appoint trustees, employees and agents of the Association, define the duties and fix the compensation of directors, officers, trustees, employees, and agents.
9. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the interest of the Association.
10. To have and exercise powers of a trustee as permitted by law.
11. To purchase and maintain insurance on behalf of any individual who:
 - a. is or was a director, an officer, a trustee, an employee, or agent of the Association; or
 - b. is or was serving at the request of the Association as a director, an officer, a trustee, an employee, or an agent of another entity;
 - c. against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, a trustee, an employee, or an agent, whether or not the Association would have the power to indemnify the individual against the same liability under applicable law.
12. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or otherwise, and whether formal or informal, to the fullest extent permitted, by applicable law, or if not permitted, then to any extent not prohibited by law.

ARTICLE IV – OFFICERS AND EXECUTIVE BOARD

1. The affairs and business of the Association shall be conducted by an executive board. Composition of the executive board shall be as prescribed in the Associations By-laws.
2. Composition of the officers shall be as prescribed in the Associations By-laws.
3. The duties and terms of office for the members of the executive board and the officers of the Association shall be as specified in the Association's By-laws.

ARTICLE V – MEMBERSHIP RIGHTS AND PRIVILEGES

1. The Association shall have five classes of membership as prescribed in the By-laws.
2. Individual classes of membership shall be entitled to the rights and privileges as prescribed in the Association's By-laws.
3. The dues of each class of membership and the dues period shall be as prescribed in the Association's By-laws.

ARTICLE VI – MEETING OF MEMBERSHIP

The Association shall hold an annual meeting and other such meetings as the executive board deems necessary. Meeting dates, location, frequency, notice of meeting, number of regular members present to constitute a quorum for the annual meetings, and plurality of those voting, shall be as prescribed in the Association's By-laws.

ARTICLE VII – ELECTION PROCEDURES

Appointment, composition of the nominating & elections committee, the procedures for selecting officers and each board member-at-large, voting eligibility of membership classes, and eligibility to hold office shall be as prescribed in the Association's By-laws.

ARTICLE VIII – FISCAL YEAR

The Association's fiscal year shall be as prescribed in the Association's By-laws.

ARTICLE IX – HEADQUARTERS

The headquarters of the Association shall be as prescribed in the Association's By-laws.

ARTICLE X – CERTAIN MATTERS REFERRED TO THE EXECUTIVE BOARD

All matters pertinent to the interest of the Association, adopted by the Association or referred to the executive board shall be acted on as prescribed in the Association's By-laws, subject to the following provisions:

1. None of the Association's net earnings shall inure to the benefit of any private individual except as prescribed herein.
2. No board member, officer, or trustee of the Association may receive any pecuniary benefit from the Association except such reasonable compensation as may be allowed for services actually rendered or through a relationship with a scholarship recipient in accordance with section 15 of this article.
3. The Association shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any board member, officer, or trustee of the Association.
4. No substantial part of the activities of the Association shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.
5. The Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
6. Subject to the provisions of this constitution and applicable law, the executive board shall have complete and plenary power to manage, control, and conduct all affairs of the Association.
7. The executive board is committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent of a trust or fund in respect of this Association administers each restricted trust or fund and the aggregate of

unrestricted trusts or funds of this Association in accordance with the provisions of applicable United States Treasury Regulations.

8. The executive board shall have the power:
 - a. to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the objectives served by this Association;
 - b. to replace any participating trustee, custodian, or agent for breach of fiduciary duty under applicable laws; and
 - c. to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the executive board) return of net income (or appreciation when not inconsistent with this Association's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the executive board).
9. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 8:
 - a. there shall be excluded from such determination such assets as are held for the active conduct of this Association's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Association.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named organization or agency or activity or for the use or benefit of a particular class of organizations or agencies, the members of which are readily ascertainable.

10. If it appears that there may be grounds for exercising the power described in paragraph (b) or (c) or Section 8 of this Article X with respect to any fund, the executive board shall notify the participating trustee, custodian, or agent involved to provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the executive board under paragraphs (b) and (c) of Section 8 of this Article X, the executive board may seek advice of legal counsel as to whether a breach or failure has been committed under applicable laws. The executive board shall exercise such a power only upon the vote of a simple majority of the members of the executive board.
11. Upon the exercise of the power under paragraphs (b) and (c) of Section 8 of this Article X to replace any participating trustee, custodian, or agent the executive board shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.
12. No executive board member or trustee of the Association shall be liable for any of its obligations.
13. All parties dealing with the Association shall have the right to rely upon any action taken by the Association pursuant to authorization by the executive board by resolution duly adopted in accordance with the Association's Constitution, By-laws, and applicable law.
14. The executive board may from time to time, in the By-laws of the Association or by resolution, designate such committees, as the executive board may deem desirable for the furtherance of the purposes and objectives of the Association.
15. The executive board shall merge the activities, objectives and assets of the existing scholarship fund of the Association unchanged for the requirements of Section 501(c)(3) of the Code for the purpose and objective of the scholarship fund to promote interest in college students to pursue undergraduate or graduate education and maintained as:

- a. the scholarship fund of the Association of Food and Drug Officials of the Southern States shall be maintained as a restricted fund and be separately administered for said purpose of granting student scholarships. Scholarship awards shall be determined by applicant review and selection by the scholarship committee charged with this duty following criteria established by the executive board and;
- b. no part of the net earnings of the scholarship fund shall inure to the direct benefit of or be distributed to Association members, officers or trustees of the scholarship fund.

ARTICLE XI – COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint chairs for all standing committees as may be established by the executive board or By-laws to serve the Association to the extent of their respective charges.

ARTICLE XII – BY-LAWS

The Association members shall have the power to make prudent by-laws as they may deem proper for the management of the affairs of the Association providing such by-laws are not in conflict with the Constitution.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The Association shall have full power to implement by-laws for the governance of the Association and the management of its affairs. The Association shall have the power to change, alter, add to, or amend the Constitution and By-laws of the Association as are necessary and incidental to carry into effect powers as are necessary for the governance of the Association in accordance with the procedures to amend the Association's Constitution or By-laws as prescribed in Article XIII of the Association's By-laws.

ARTICLE XIV – DISSOLUTION

In the event of dissolution, any remaining assets after payment and discharge of its obligations shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall be at the time qualified as exempt organizations under Section 501(c)(3) of the Code, which shall be determined by the executive board serving at the time of dissolution.

ARTICLE XV – EFFECTIVE DATE

The revisions to this Constitution shall take effect immediately as adopted by this Association on XXX.